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UNITED STATES BANKRUPTCY COURT

DISTRICT OF ARIZONA

In Re:) Chapter 11
)
) Case Nos. 98-12547 through
BCE WEST, L.P., et al.,) 98-12570-ECF-CGC
)
Debtors.) Jointly Administered
)
EID: 38-3196719) **SEVENTH MOTION FOR AUTHORITY**
) **TO ASSUME NON-RESIDENTIAL**
) **REAL PROPERTY LEASE, AS**
) **AMENDED**
)
_____)

BCE West, L.P., Boston Chicken, Inc., Mayfair Partners, L.P., BC Great Lakes, L.L.C.,
BC GoldenGate, L.L.C., B.C.B.M. Southwest, L.P., BC Boston, L.P., BC Superior, L.L.C., BC
Heartland, L.L.C., BC Tri-States, L.L.C., Finest Foodservice, L.L.C., BC New York, L.L.C.,
R&A Food Services, L.P., P&L Food Services, L.L.C., Mid-Atlantic Restaurant Systems, Inc.,
BCI Massachusetts, Inc., BCI Southwest, Inc., BC Real Estate Investments, Inc., BCI Mayfair,
Inc., Progressive Food Concepts, Inc., BCI R&A, Inc., BCI West, Inc., BCI Acquisition Sub,

1 L.L.C., and Buffalo P&L Food Services, Inc., debtors and debtors in possession (the "Debtors")
2 request the Court to enter an order pursuant to Section 365 of the Bankruptcy Code, authorizing the
3 Debtor Boston Chicken, Inc. ("BCI") to assume a lease of nonresidential real property as it has been
4 amended by agreement. In support of this Motion, Debtor states as follows:
5

6 **I. JURISDICTION**

7 1. Pursuant to 28 U.S.C. §§ 1334 and 157, the Court has jurisdiction to hear this
8 Motion. Pursuant to 28 U.S.C. § 157(b)(2)(A), (M), and (O), this Motion presents a core
9 proceeding. The relief requested can be authorized in accordance with 11 U.S.C. § 365(a).
10

11 **II. BACKGROUND**

12 2. On October 5, 1998 (the "Petition Date"), the Debtors filed voluntary petitions for
13 relief under Chapter 11, Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in
14 the United States Bankruptcy Court for the District of Arizona (the "Court"). Pursuant to Sections
15 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing
16 their property as debtors in possession.
17

18 **III. RELIEF REQUESTED**

19 3. Prior to the filing of these cases BCI was a party to a non-residential real property
20 lease dated September 12, 1989, as amended (the "Lease") with 111 Lenox Street Realty Trust
21 ("Lenox") for Store # 3 located at 111 Lenox Street, Norwood, Massachusetts.
22

23 4. During the course of these cases the debtor BCI has undertaken negotiations with its
24 landlords in an effort to reduce the rent obligations at certain of its store locations in order to
25 enhance operational profitability and to avoid the possibility of further rejection claims.
26

5. To date BCI has been successful in achieving agreed rent reductions with some of its landlords. The Lease was entered into on September 12, 1989, and its initial term expires on October 31, 2004. The balance due under the Lease is \$127,800.

6. The total of the rent savings resulting from these efforts is \$ 21,300.12 from November 1, 1999 through October 31, 2002.

7. Lenox has consented to the assumption of the Lease, as modified and in fact has required that the Lease be assumed, as amended by 8:00 p.m. eastern standard time on September 28, 1999.

8. BCI believes that it is in the best interests of its estate for this Lease to be assumed with the negotiated rent reduction.

9. By this Motion, the debtor BCI requests that the Court approve the assumption of the Lease as described herein, as amended to reflect the rent concession that has been negotiated.

Dated this 7th day of September, 1999.

DEBTORS AND DEBTORS IN POSSESSION

By: /s/ H. Rey Stroube, III

One of their Attorneys

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on September 7, 1999, the foregoing document was served by E-mail or first class United States Mail, postage prepaid, on all parties on the Master Service List #12 dated August 26, 1999 and on the following interested party via E-mail.

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/s/ Laura DeWitt